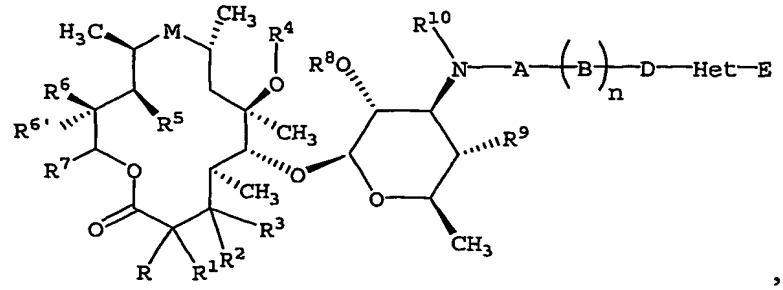
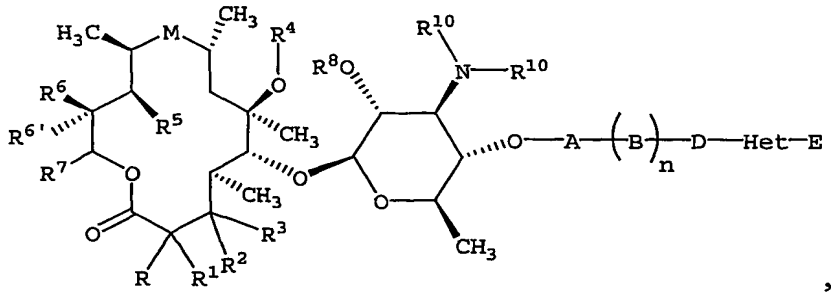
WHAT IS CLAIMED IS:

1. A compound having the formula:



,

or

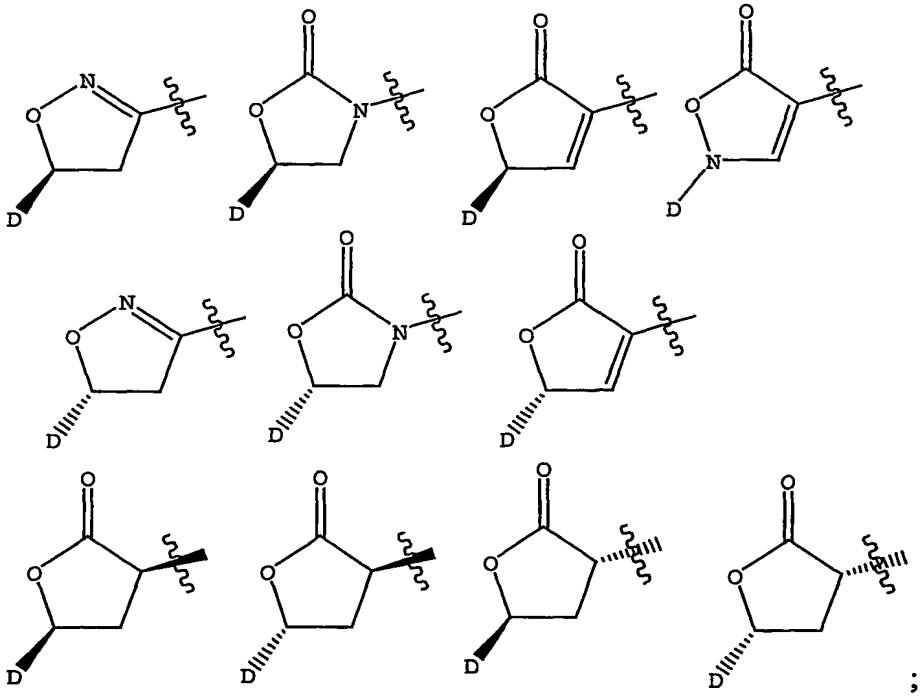


,

or pharmaceutically acceptable salt, ester or prodrug thereof,

wherein:

D-Het is selected from the group consisting of:



;

A is selected from the group consisting of:

a) carbonyl, b) C_{1-6} alkyl, c) C_{2-6} alkenyl d) -C(O)-C_{1-6} alkyl, and

e) -C(O)-C_{2-6} alkenyl,

wherein

i) 0-2 carbon atoms of the C_{1-6} alkyl and C_{2-6} alkenyl groups in any of b) – e) optionally are replaced by a moiety selected from the group consisting of O, $S(O)_p$, and NR^{11}, and

ii) any of b) – e) optionally is substituted with one or more R^{12} groups;

B is selected from the group consisting of:

a) -C(O)NH-, b) -C(S)NH-, c) -NHC(O)-, d) -NHC(S)-, e) -$S(O)_2$NH-,

f) -NHS$(O)_2$-, g) -OC(O)NH-, h) -OC(S)NH-, i) -NHC(O)NH-, j) -NHC(S)NH-,

k) -NHC(O)O-, l) -NHC(S)O-, and m) -NR^{11}-;

n is 0 or 1;

D is selected from the group consisting of:

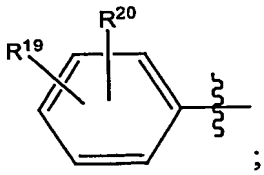
a) -CH_2-, b) -C(O)-, c) -C(S)-, d) -C(=NOR^{11})-, e) -CH_2CH_2-, f) -OCH_2-,

g) -SCH_2-, h) -S(O)CH_2-, i) -$S(O)_2CH_2$-, j) -$NR^{11}CH_2$-, k) -C(O)CH_2-,

l) -C(S)CH_2-, and m) -C(=NOR^{11})CH_2-;

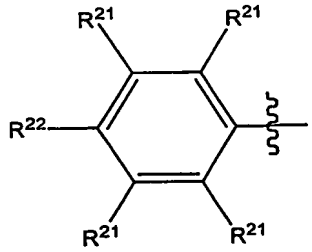
E is selected from the group consisting of:

a)



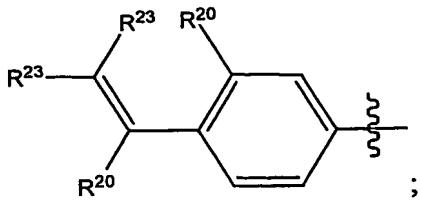
;

b)



;

c)



;

d) 5-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{12} groups;

e) C_{5-10} saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R^{12} groups;

f) C_{1-8} alkyl,

g) C_{2-8} alkenyl,

h) C_{2-8} alkynyl,

i) C_{1-8} alkoxy,

j) C_{1-8} alkylthio,

k) C_{1-8} acyl,

l) $S(O)_rR^{11}$; and

m) hydrogen,

wherein any of f) – k) optionally is substituted with

i) one or more R^{12} groups;

ii) 5-6 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{12} groups; or

iii) C_{5-10} saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R^{12} groups;

M is selected from the group consisting of:

a) -C(O)-, b) -C(=NOR^{11})-, c) -CH(-OR^{11})-, d) -NR^{11}-CH_2-, e) -CH_2-NR^{11}-, f) -CH(NR^{11}R^{11})-, g) -C(=NNR^{11}R^{11})- , h) -NR^{11}-C(O)-, i) -C(O)NR^{11}-, and j) -C(=NR^{11})-;

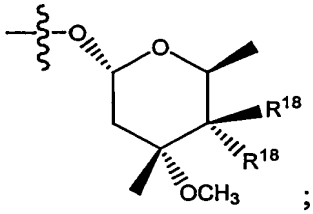
R is selected from the group consisting of H and C_{1-6} alkyl;

R^1 is selected from the group consisting of:

a) H, b) Cl, c) F, d) Br, e) I, f) -$NR^{11}R^{11}$ g) -$NR^{11}C(O)R^{11}$, h) -OR^{11},
i) -$OC(O)R^{11}$, j) -$OC(O)OR^{11}$, k) -$OC(O)NR^{11}R^{11}$, l) -O-C_{1-6} alkyl-R^{12},
m) -OC(O)-C_{1-6} alkyl-R^{12}, n) -OC(O)O-C_{1-6} alkyl-R^{12},
o) -OC(O)NR^{11}-C_{1-6} alkyl-R^{12}, p) C_{1-6} alkyl, q) C_{1-6} alkenyl, r) C_{1-6} alkynyl,
wherein any of l) – r) optionally is substituted with one or more R^{12} groups;

R^2 is H;

R^3 is selected from the group consisting of:
a) H, b) -OR^{11}, c) –O-C_{1-6} alkyl-R^{12}, d) -$OC(O)R^{11}$, e) -OC(O)-C_{1-6} alkyl-R^{12},
f) -$OC(O)OR^{11}$, g) –OC(O)O-C_{1-6} alkyl-R^{12}, h) -$OC(O)NR^{11}R^{11}$,
i) -OC(O)NR^{11}-C_{1-6} alkyl-R^{12}, and
j)

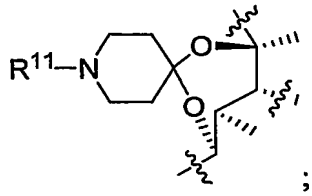


;

alternatively, R^2 and R^3 taken together form a carbonyl group;

R^4 is selected from the group consisting of:
a) H, b) R^{11}, c) -C(O)R^{11}d) -$C(O)OR^{11}$ e) -$C(O)NR^{11}R^{11}$, f) -C_{1-6} alkyl-G-R^{11},
g) -C_{2-6} alkenyl-G-R^{11}, and h) -C_{2-6} alkynyl-G-R^{11};

alternatively R^3 and R^4, taken together with the atoms to which they are bonded, form:



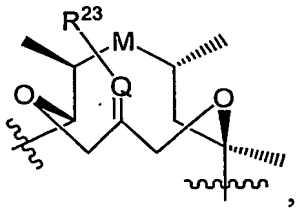
;

G is selected from the group consisting of:
a) –C(O)-, b) –C(O)O-, c) –C(O)NR^{11}-, d) –C(=NR^{11})-, e) –C(=NR^{11})O-,
f) -C(=NR^{11})NR^{11}-, g) –OC(O)-, h) –OC(O)O-, i) –OC(O)NR^{11}-, j) -$NR^{11}C(O)$-,
k) -$NR^{11}C(O)O$-, l) -$NR^{11}C(O)NR^{11}$-, m) -$NR^{11}C(=NR^{11})NR^{11}$-, and o) –$S(O)_p$-;

R^5 is selected from the group consisting of:

a) R^{11}, b) $-OR^{11}$, c) $-NR^{11}R^{11}$, d) $-O-C_{1-6}$ alkyl-R^{12}, e) $-C(O)-R^{11}$,
f) $-C(O)-C_{1-6}$ alkyl-R^{12}, g) $-OC(O)-R^{11}$, h) $-OC(O)-C_{1-6}$ alkyl-R^{12},
i) $-OC(O)O-R^{11}$, j) $-OC(O)O-C_{1-6}$ alkyl-R^{12}, k) $-OC(O)NR^{11}R^{11}$,
l) $-OC(O)NR^{11}-C_{1-6}$ alkyl-R^{12}, m) $-C(O)-C_{2-6}$ alkenyl-R^{12}, and
n) $-C(O)-C_{2-6}$ alkynyl-R^{12};

alternatively, R^4 and R^5, taken together with the atoms to which they are bonded, form:



,

wherein

Q is CH or N, and

R^{23} is $-OR^{11}$, or R^{11};

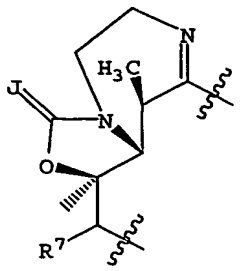
R^6 is selected from the group consisting of:

a) $-OR^{11}$, b) $-C_{1-6}$ alkoxy-R^{12}, c) $-C(O)R^{11}$, d) $-OC(O)R^{11}$, e) $-OC(O)OR^{11}$,
f) $-OC(O)NR^{11}R^{11}$, and g) $-NR^{11}R^{11}$;

alternatively, R^5 and R^6 taken together with the atoms to which they are attached form a 5-membered ring by attachment to each other through a linker selected from the group consisting of:

a) $-OC(R^{12})_2O-$, b) $-OC(O)O-$, c) $-OC(O)NR^{11}-$, d) $-NR^{11}C(O)O-$,
e) $-OC(O)NOR^{11}-$, f) $-NOR^{11}-C(O)O-$, g) $-OC(O)NNR^{11}R^{11}-$,
h) $-NNR^{11}R^{11}-C(O)O-$, i) $-OC(O)C(R^{12})_2-$, j) $-C(R^{12})_2C(O)O-$, k) $-OC(S)O-$,
l) $-OC(S)NR^{11}-$, m) $-NR^{11}C(S)O-$, n) $-OC(S)NOR^{11}-$, o) $-NOR^{11}-C(S)O-$,
p) $-OC(S)NNR^{11}R^{11}-$, q) $-NNR^{11}R^{11}-C(S)O-$, r) $-OC(S)C(R^{12})_2-$, and
s) $-C(R^{12})_2C(S)O-$;

alternatively, M, R^5, and R^6 taken together with the atoms to which they are attached form:



wherein J is selected from the group consisting of O and NR^{11};

R6′ is selected from the group consisting of

a) -H, b) $-C_{1-4}$ alkyl, c) C_{2-4} alkenyl, which can be further substituted with C_{1-12} alkyl or one or more halogens, d) C_{2-4} alkynyl, which can be further substituted with C_{1-12} alkyl or one or more halogens, e) aryl or heteroaryl, which can be further substituted with C_{1-12} alkyl or one or more halogens, f) –C(O)H, g) –COOH, h) –CN, i) $-COOR^{11}$, j) $-C(O)NR^{11}R^{11}$, k) $-C(O)R^{11}$, and l) $-C(O)SR^{11}$, wherein b) is further substituted with one or more substituents selected from the group consisting of aa) $-OR^{11}$, bb) halogen, cc) $-SR^{11}$, dd) C_{1-12} alkyl, which can be further substituted with halogen, hydroxyl, C_{1-6} alkoxy, or amino, ee) $-OR^{11}$, ff) $-SR^{11}$, gg) $-NR^{11}R^{11}$, hh) –CN, ii)-NO_2, jj) $-NC(O)R^{11}$, kk) $-COOR^{11}$, ll) $-N_3$, mm) =N-O-R^{11}, nn) =NR^{11}, oo) =N-$NR^{11}R^{11}$, pp) =N-NH-$C(O)R^{11}$, and qq) =N-NH-$C(O)NR^{11}R^{11}$;

alternatively R6 and R6′ are taken together with the atom to which they are attached to form an epoxide, a carbonyl, an olefin, or a substituted olefin, or a C_3-C_7 carbocyclic, carbonate, or carbamate, wherein the nitrogen of said carbamate can be further substituted with a C_1-C_6 alkyl;

R^7 is selected from the group consisting of:

a) C_{1-6} alkyl, b) C_{2-6} alkenyl, and c) C_{2-6} alkynyl,

wherein any of a) – c) optionally is substituted with one or more R^{12} groups;

R^8 is selected from the group consisting of H and -$C(O)R^{11}$;

R^9 is selected from the group consisting of H, OH, and OR^{11};

R^{10} is selected from the group consisting of:

a) H, b) R^{11}, c) -C_{1-6} alkyl-G-R^{12}, d) -C_{2-6} alkenyl-G-R^{12}, and

e) -C_{2-6} alkynyl-G-R^{12},

wherein the C_{1-6}-alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl group in any of c) - e) optionally is substituted with one or more R^{12} groups;

R^{11}, at each occurrence, independently is selected from the group consisting of: a) H, b) C_{1-6} alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) C_{6-10} saturated, unsaturated, or aromatic carbocycle, f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, g) -C(O)-C_{1-6} alkyl, h) -C(O)-C_{2-6} alkenyl, i) -C(O)-C_{2-6} alkynyl, j) -C(O)-C_{6-10} saturated, unsaturated, or aromatic carbocycle, k) -C(O)-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, sulfur, l) -C(O)O-C_{1-6} alkyl, m) -C(O)O-C_{2-6} alkenyl, n) -C(O)O-C_{2-6} alkynyl, o) -C(O)O-C_{6-10} saturated, unsaturated, or aromatic carbocycle, p) -C(O)O-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and q) – $C(O)NR^{13}R^{13}$,

wherein any of b) – p) optionally is substituted with one or more R^{12} groups,

alternatively, $NR^{11}R^{11}$ forms a 3-7 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R^{11} groups are bonded and optionally one or more moieties selected from the group consisting of: O, $S(O)_p$, and NR^{15};

R^{12} is selected from the group consisting of: a) R^{14}, b) C_{1-8} alkyl, c) C_{2-8} alkenyl, d) C_{2-8} alkynyl, e) C_{3-12} saturated, unsaturated, or aromatic carbocycle, f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and g) -$NR^{15}C(O)OR^{15}$,

wherein any of b) – f) optionally is substituted with one or more R^{14} groups;

R^{13}, at each occurrence, independently is selected from the group consisting of: a) H, b) C_{1-6} alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) C_{3-10} saturated, unsaturated, or aromatic carbocycle, and f) 3-10 membered saturated, unsaturated, or aromatic

heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – f) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO_2; OR^{15}; $-S(O)_pR^{15}$; $-C(O)R^{15}$; $-C(O)OR^{15}$; $-OC(O)R^{15}$; $-C(O)NR^{15}R^{15}$; $-OC(O)NR^{15}R^{15}$; $-C(=NR^{15})R^{15}$; $-C(R^{15})(R^{15})OR^{15}$; $-C(R^{15})_2OC(O)R^{15}$; $-C(R^{15})(OR^{15})(CH_2)_rNR^{15}R^{15}$; $-NR^{15}R^{15}$; $-NR^{15}OR^{15}$; $-NR^{15}C(O)R^{15}$; $-NR^{15}C(O)OR^{15}$; $-NR^{15}C(O)NR^{15}R^{15}$; $-NR^{15}S(O)_rR^{15}$; $-C(OR^{15})(OR^{15})R^{15}$; $-C(R^{15})_2NR^{15}R^{15}$; $=NR^{15}$; $-C(S)NR^{15}R^{15}$; $-NR^{15}C(S)R^{15}$; $-OC(S)NR^{15}R^{15}$; $-NR^{15}C(S)OR^{15}$; $-NR^{15}C(S)NR^{15}R^{15}$; $-SC(O)R^{15}$; C_{1-8} alkyl, C_{2-8} alkenyl; C_{2-8} alkynyl; C_{1-8} alkoxy; C_{1-8} alkylthio; C_{1-8} acyl; saturated, unsaturated, or aromatic C_{3-10} carbocycle; and saturated, unsaturated, or aromatic 3-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

alternatively, $NR^{13}R^{13}$ forms a 3-10 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R^{13} groups are attached and optionally one or more moieties selected from the group consisting of O, $S(O)_p$, NR^{15}, and N;

alternatively, $CR^{13}R^{13}$ forms a carbonyl group;

R^{14}, at each occurrence, is selected from the group consisting of:

a) H, b) carbonyl, c) F, d) Cl, e) Br, f) I, g) $(CR^{13}R^{13})_rCF_3$, h) $(CR^{13}R^{13})_rCN$, i) $(CR^{13}R^{13})_rNO_2$, j) $(CR^{13}R^{13})_rNR^{13}(CR^{13}R^{13})_tR^{16}$, k) $(CR^{13}R^{13})_rOR^{16}$, l) $(CR^{13}R^{13})_rS(O)_p(CR^{13}R^{13})_tR^{16}$, m) $(CR^{13}R^{13})_rC(O)(CR^{13}R^{13})_tR^{16}$, n) $(CR^{13}R^{13})_rOC(O)(CR^{13}R^{13})_tR^{16}$, o) $(CR^{13}R^{13})_rSC(O)(CR^{13}R^{13})_tR^{16}$, p) $(CR^{13}R^{13})_rC(O)O(CR^{13}R^{13})_tR^{16}$, q) $(CR^{13}R^{13})_rNR^{13}C(O)(CR^{13}R^{13})_tR^{16}$, r) $(CR^{13}R^{13})_rC(O)NR^{13}(CR^{13}R^{13})_tR^{16}$, s) $(CR^{13}R^{13})_rC(=NR^{13})(CR^{13}R^{13})_tR^{16}$, t) $(CR^{13}R^{13})_rC(=NNR^{13}R^{13})(CR^{13}R^{13})_tR^{16}$,

u) $(CR^{13}R^{13})_rC(=NNR^{13}C(O)R^{13})(CR^{13}R^{13})_tR^{16}$,

v) $(CR^{13}R^{13})_rC(=NOR^{16})(CR^{13}R^{13})_tR^{16}$,

w) $(CR^{13}R^{13})_rNR^{13}C(O)O(CR^{13}R^{13})_tR^{16}$,

x) $(CR^{13}R^{13})_rOC(O)N\ R^{13}(CR^{13}R^{13})_tR^{16}$,

y) $(CR^{13}R^{13})_rNR^{13}C(O)NR^{13}(CR^{13}R^{13})_tR^{16}$,

z) $(CR^{13}R^{13})_rNR^{13}S(O)_p(CR^{13}R^{13})_tR^{16}$, aa) $(CR^{13}R^{13})_rS(O)_pNR^{13}(CR^{13}R^{13})_tR^{16}$,

bb) $(CR^{13}R^{13})_rNR^{13}S(O)_pNR^{13}(CR^{13}R^{13})_tR^{16}$, cc) $(CR^{13}R^{13})_rNR^{13}R^{13}$,

dd) $C_{1\text{-}6}$ alkyl, ee) $C_{2\text{-}6}$ alkenyl, ff) $C_{2\text{-}6}$ alkynyl, gg) $(CR^{13}R^{13})_r$-$C_{3\text{-}10}$ saturated, unsaturated, or aromatic carbocycle, and hh) $(CR^{13}R^{13})_r$-3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of dd) – hh) optionally is substituted with one or more R^{16} groups;

alternatively, two R^{14} groups may form $-O(CH_2)_sO-$;

R^{15} is selected from the group consisting of:

a) H, b) $C_{1\text{-}6}$ alkyl, c) $C_{2\text{-}6}$ alkenyl, d) $C_{2\text{-}6}$ alkynyl, e) $C_{3\text{-}10}$ saturated, unsaturated, or aromatic carbocycle, f) 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, g) –C(O)-$C_{1\text{-}6}$ alkyl, h) -C(O)-$C_{1\text{-}6}$ alkenyl, g) -C(O)-$C_{1\text{-}6}$ alkynyl, i) –C(O)-$C_{3\text{-}10}$ saturated, unsaturated, or aromatic carbocycle, and j) –C(O)-3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – j) optionally is substituted with one or more moieties selected from the group consisting of H; F; Cl; Br; I; CN; NO_2; OH; NH_2; $NH(C_{1\text{-}6}$ alkyl); $N(C_{1\text{-}6}$ alkyl)$_2$; $C_{1\text{-}6}$ alkoxy; aryl; substituted aryl; heteroaryl; substituted heteroaryl; and $C_{1\text{-}6}$ alkyl, optionally substituted with one or more moieties selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO_2, and OH;

R^{16}, at each occurrence, independently is selected from the group consisting of:

a) R^{17}, b) C_{1-6} alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) -C_{3-10} saturated, unsaturated, or aromatic carbocycle, and f) -3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – f) optionally is substituted with one or more R^{17} groups;

R^{17}, at each occurrence, independently is selected from the group consisting of:

a) H, b) carbonyl, c) F, d) Cl, e) Br, f) I, g) $(CR^{13}R^{13})_rCF_3$, h) $(CR^{13}R^{13})_rCN$, i) $(CR^{13}R^{13})_rNO_2$, j) $(CR^{13}R^{13})_r(CR^{13}R^{13})$, k) $(CR^{13}R^{13})_rOR^{11}$, l) $(CR^{13}R^{13})_rS(O)_pR^{13}$, m) $(CR^{13}R^{13})_rC(O)R^{13}$, n) $(CR^{13}R^{13})_rC(O)OR^{13}$, o) $(CR^{13}R^{13})_rOC(O)R^{13}$, p) $(CR^{13}R^{13})_rNR^{13}C(O)R^{13}$, q) $(CR^{13}R^{13})_rC(O)NR^{13}R^{13}$, r) $(CR^{13}R^{13})_rC(=NR^{13})R^{13}$, s) $(CR^{13}R^{13})_rNR^{13}C(O)NR^{13}R^{13}$, t) $(CR^{13}R^{13})_rNR^{13}S(O)_pR^{13}$, u) $(CR^{13}R^{13})_rS(O)_pNR^{13}R^{13}$, v) $(CR^{13}R^{13})_rNR^{13}S(O)_pNR^{13}R^{13}$, w) C_{1-6} alkyl, x) C_{2-6} alkenyl, y) C_{2-6} alkynyl, z) $(CR^{13}R^{13})_r$-C_{3-10} saturated, unsaturated, or aromatic carbocycle, and aa) $(CR^{13}R^{13})_r$-3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of w) – aa) optionally is substituted with one or more moieties selected from the group consisting of R^{13}; F; Cl; Br; I; CN; NO_2; -OR^{13}; -NH_2; -NH(C_{1-6} alkyl); -N(C_{1-6} alkyl)$_2$; C_{1-6} alkoxy; C_{1-6} alkylthio; and C_{1-6} acyl;

R^{18}, at each occurrence, independently is selected from the group consisting of:

a) H, b) OR^{15}, c) -O-C_{1-6} alkyl-$OC(O)R^{15}$, d) -O-C_{1-6} alkyl-$OC(O)OR^{15}$, e) -O-C_{1-6} alkyl-$OC(O)NR^{15}R^{15}$, f) -O-C_{1-6} alkyl-$C(O)NR^{15}R^{15}$, g) -O-C_{1-6} alkyl-$NR^{15}C(O)R^{15}$, h) -O-C_{1-6} alkyl-$NR^{15}C(O)OR^{15}$, i) -O-C_{1-6} alkyl-$NR^{15}C(O)NR^{15}R^{15}$, j) -O-C_{1-6} alkyl-$NR^{15}C(=NH)NR^{15}R^{15}$, k) -O-$C_{1-6}$ alkyl-$S(O)_pR^{15}$, l) -O-C_{2-6} alkenyl-$OC(O)R^{15}$, m) -O-C_{2-6} alkenyl-$OC(O)OR^{15}$, n) -O-C_{2-6} alkenyl-$OC(O)NR^{15}R^{15}$,

o) -O-C_{2-6} alkenyl-C(O)$NR^{15}R^{15}$, p) -O-C_{2-6} alkenyl-$NR^{15}C(O)R^{15}$,
q) -O-C_{2-6} alkenyl-$NR^{15}C(O)OR^{15}$, r) -O-C_{2-6} alkenyl-$NR^{15}C(O)NR^{15}R^{15}$,
s) -O-C_{2-6} alkenyl-$NR^{15}C(=NH)NR^{15}R^{15}$, t) -O-$C_{2-6}$ alkenyl-$S(O)_pR^{15}$,
u) -O-C_{2-6} alkynyl-$OC(O)R^{15}$, v) -O-C_{2-6} alkynyl-$OC(O)OR^{15}$,
w) -O-C_{2-6} alkynyl-$OC(O)NR^{15}R^{15}$, x) -O-C_{2-6} alkynyl-$C(O)NR^{15}R^{15}$,
y) -O-C_{2-6} alkynyl-$NR^{15}C(O)R^{15}$, z) -O-C_{2-6} alkynyl-$NR^{15}C(O)OR^{15}$,
aa) -O-C_{2-6} alkynyl-$NR^{15}C(O)NR^{15}R^{15}$,
bb) -O-C_{2-6} alkynyl-$NR^{15}C(=NH)NR^{15}R^{15}$, cc) -O-$C_{2-6}$ alkynyl-$S(O)_pR^{15}$; and
dd) -$NR^{15}R^{15}$;

alternatively, two R^{18} groups taken together form =O, =NOR^{15}, or =$NNR^{15}R^{15}$;

R^{19} is R^{12};

R^{20} is selected from the group consisting of:
a) R^{13}, b) F, c) Cl, d) Br, e) I, f) CN, g) NO_2, and h) -OR^{11};

alternatively, R^{19} and R^{20} taken together are –$O(CH_2)_rO$–;

R^{21}, at each occurrence, independently is selected from the group consisting of:
a) H, b) F, c) Cl, d) Br, e) I, f) CN, g) -OR^{11}, h) NO_2, i) -$NR^{11}R^{11}$, j) C_{1-6} alkyl,
k) C_{1-6} acyl, and l) C_{1-6} alkoxy;

R^{22} is selected from the group consisting of:
a) C_{1-6} alkyl, b) C_{2-6} alkenyl, c) C_{2-6} alkynyl, d) C_{1-6} acyl, e) C_{1-6} alkoxy,
f) C_{1-6} alkylthio, g) saturated, unsaturated, or aromatic C_{5-10} carbocycle,
h) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, i) -O-C_{1-6} alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, j) -NR^{11}-C_{1-6} alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
k) saturated, unsaturated, or aromatic 10-membered bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, l) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms

287 selected from the group consisting of nitrogen, oxygen, and sulfur, m) $-OR^{11}$,
288 n) $-NR^{11}R^{11}$, o) $S(O)_rR^{11}$, and p) R^{21},
289 wherein any of a) - l) optionally is substituted with one or more R^{12}
290 groups;
291 alternatively, R^{22} and one R^{21} group, taken together with the atoms to which they are
292 bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with
293 one or more R^{12} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one
294 or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally
295 substituted with one or more R^{12} groups;

296 R^{23} at each occurrence, independently is selected from the group consisting of:
297 a) hydrogen; b) an electron-withdrawing group; c) aryl; d) substituted aryl;
298 e) heteroaryl; f) substituted heteroaryl; and g) C_{1-6} alkyl, optionally substituted
299 with one or more R^{12} groups;

300 alternatively, any R^{23} and any R^{20}, taken together with the atoms to which they are
301 bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with
302 one or more R^{12} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one
303 or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally
304 substituted with one or more R^{12} groups;

305 p, at each occurrence, is selected from the group consisting of 0, 1, and 2;

306 r, at each occurrence, is selected from the group consisting of 0, 1, and 2;

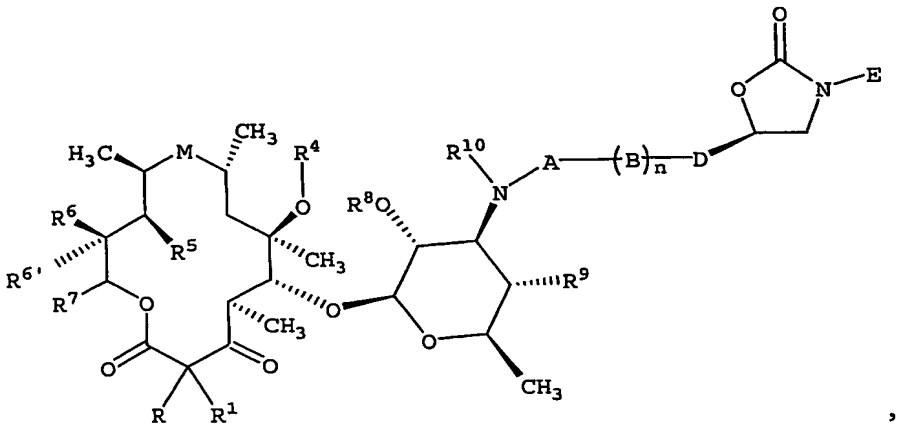
307 s, at each occurrence, is selected from the group consisting of 1, 2, 3, or 4;

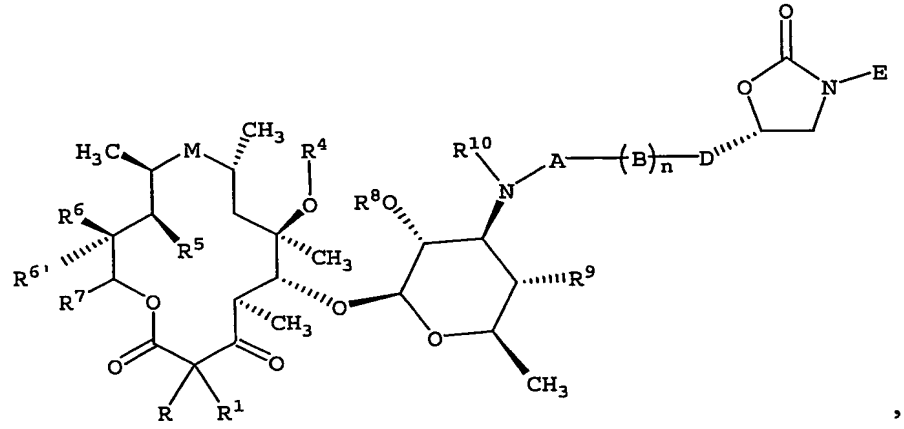
308 t, at each occurrence, is selected from the group consisting of 0, 1, or 2;

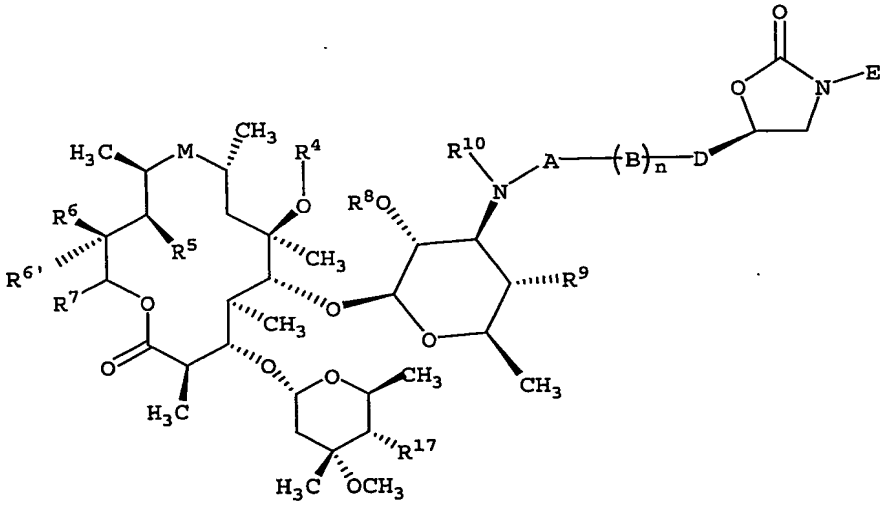
309 u, at each occurrence, is selected from the group consisting of 1, 2, 3, 4, or 5; and,

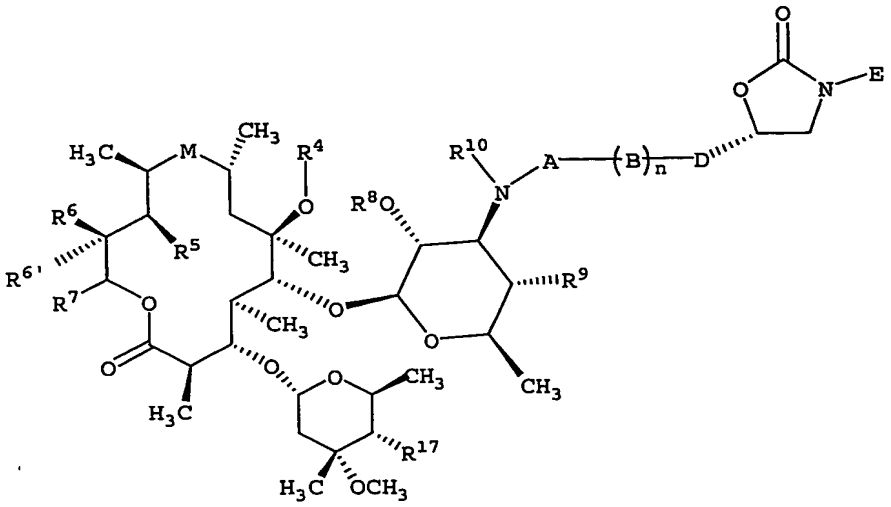
310 v, at each occurrence, is selected from the group consisting of 0, 1, 2, or 3.

1 2. A compound having the formula selected from the group consisting of:

2  ,

3  ,

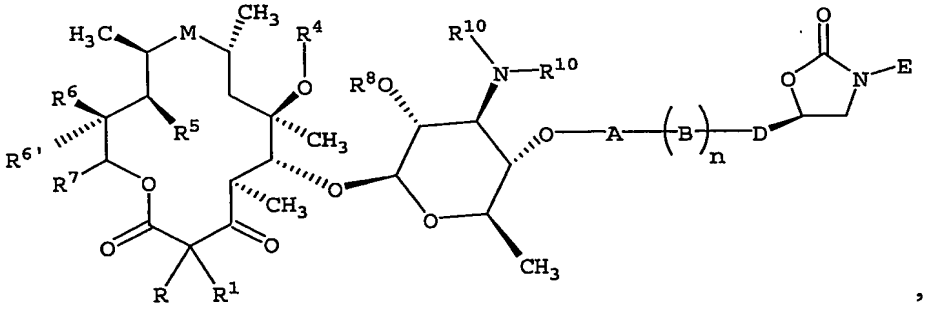
4  , and

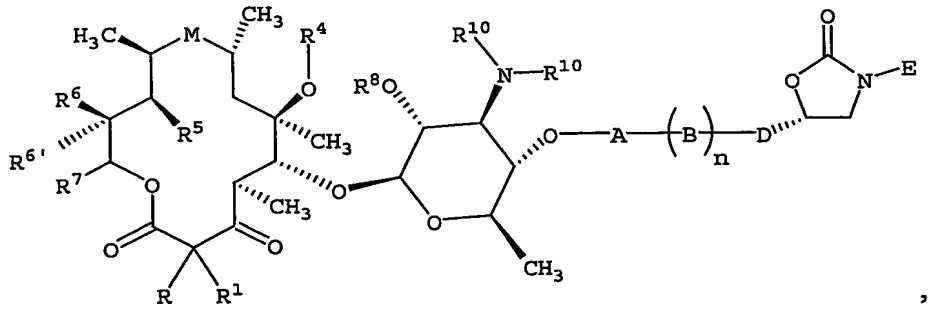


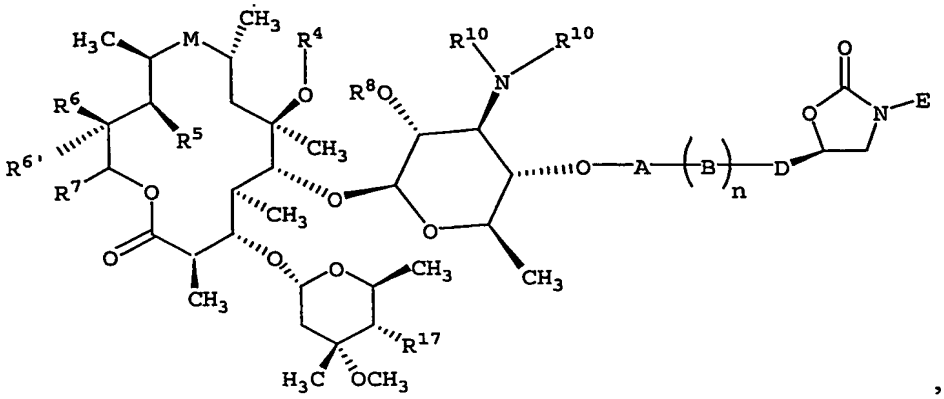
or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, D, E, R, R^1, R^4, R^5, R^6, $R^{6'}$, R^7, R^8, R^9, and R^{10} are as defined in claim 1.

3. A compound having the formula selected from the group consisting of:







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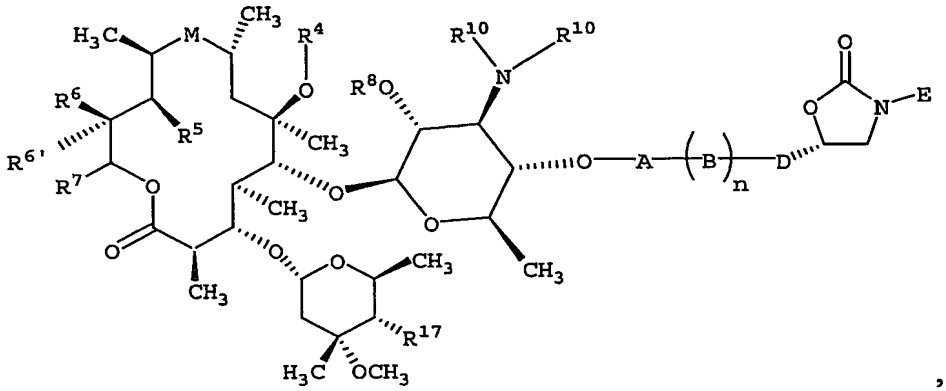
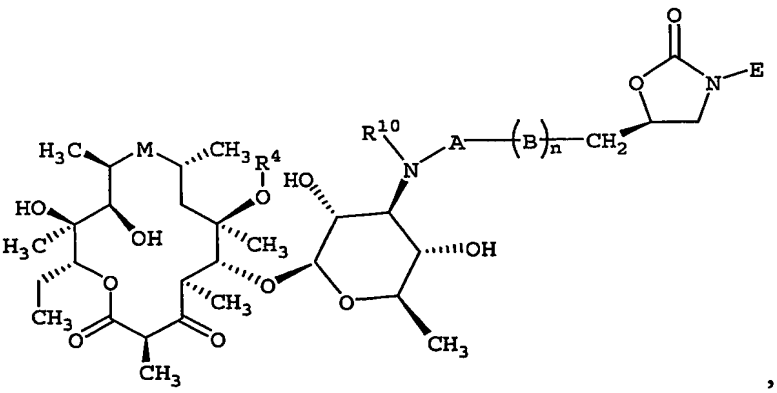


,

or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, D, E, R, R^1, R^4, R^5, R^6, $R^{6'}$, R^7, R^8, R^9, and R^{10} are as defined in claim 1.

4. A compound having the formula selected from the group consisting of:



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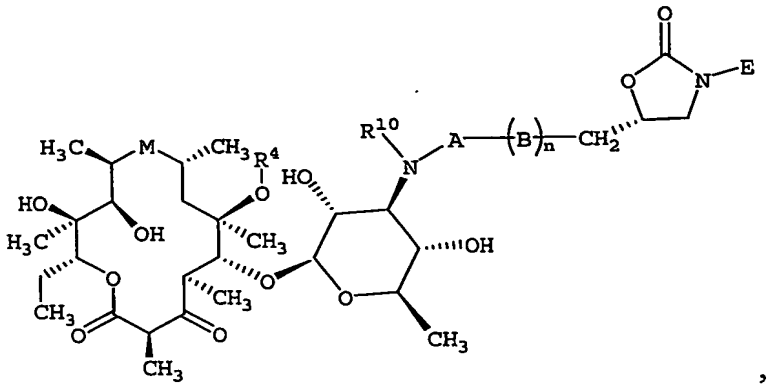

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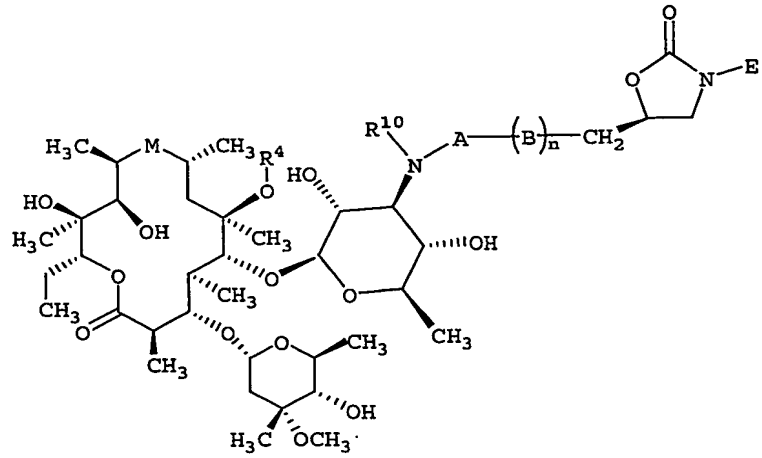

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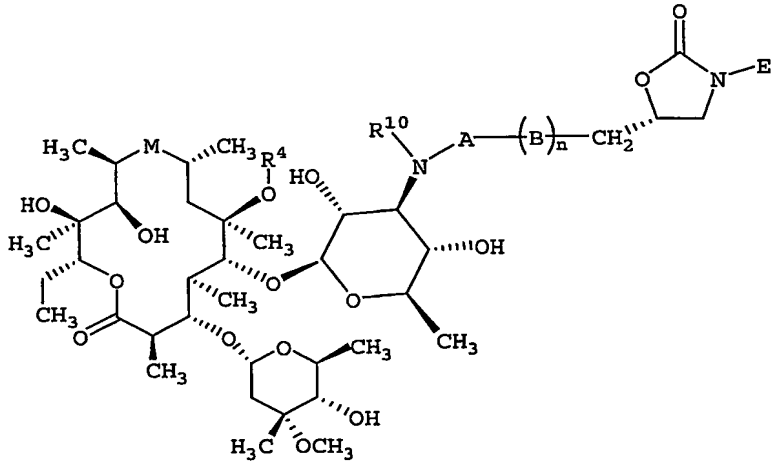

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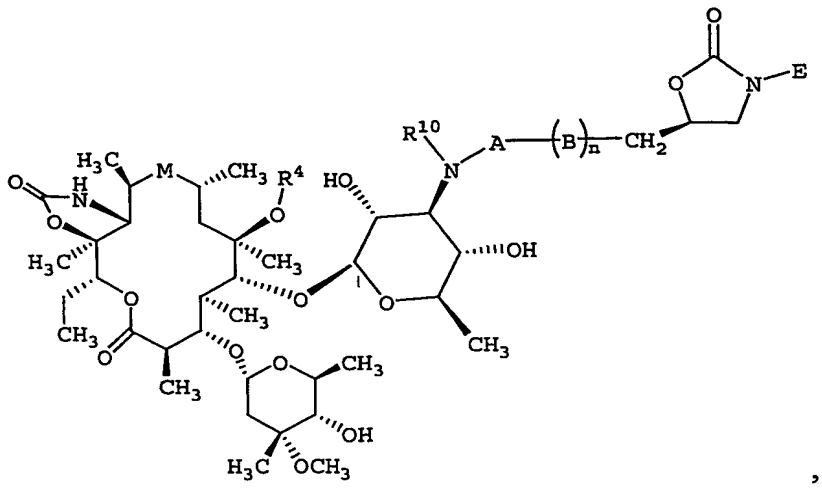
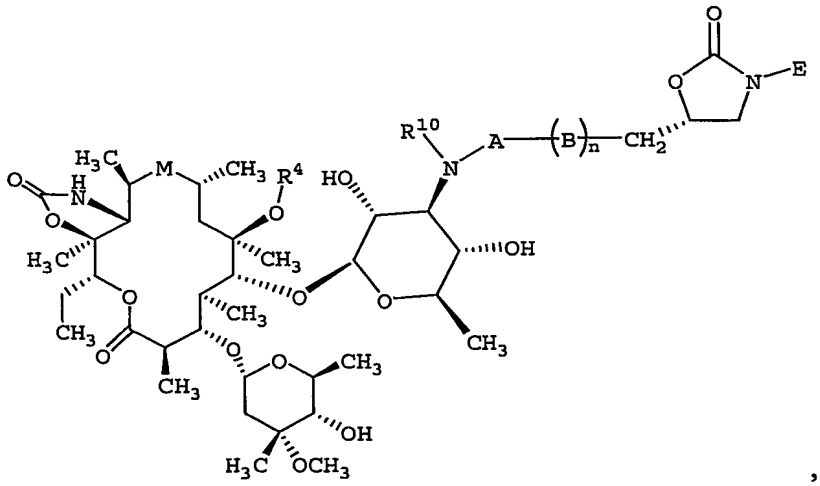


, and

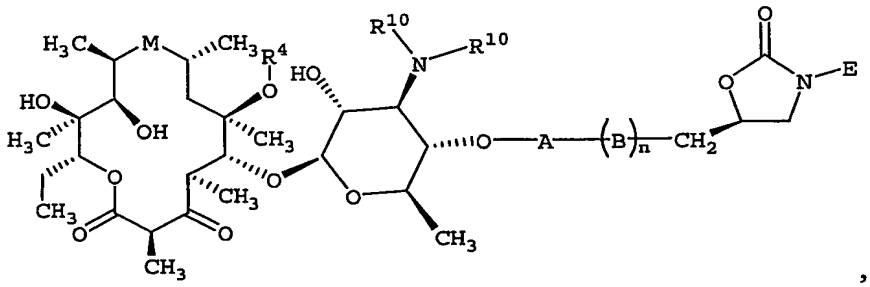


,

or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, E, R^4, and R^{10} are as defined in claim 1.

5. A compound having the formula selected from the group consisting of:



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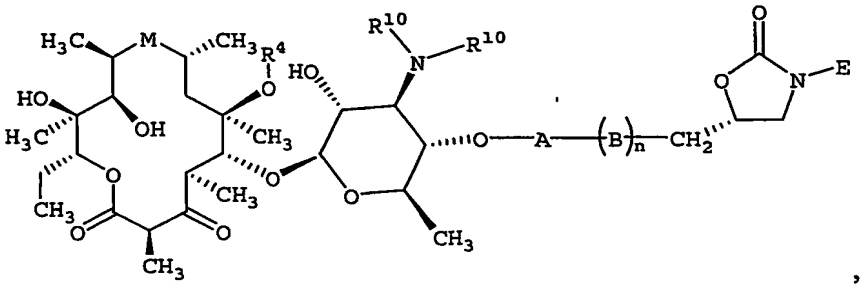
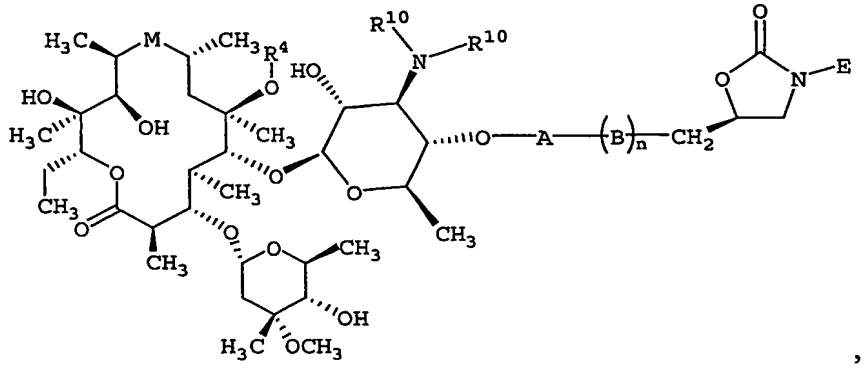
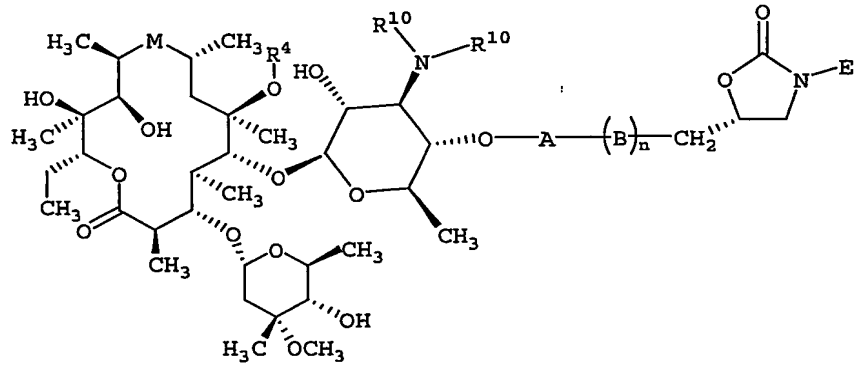
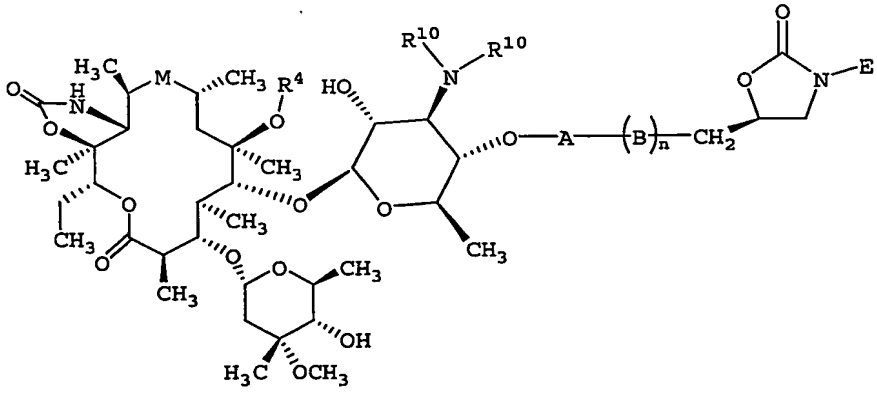
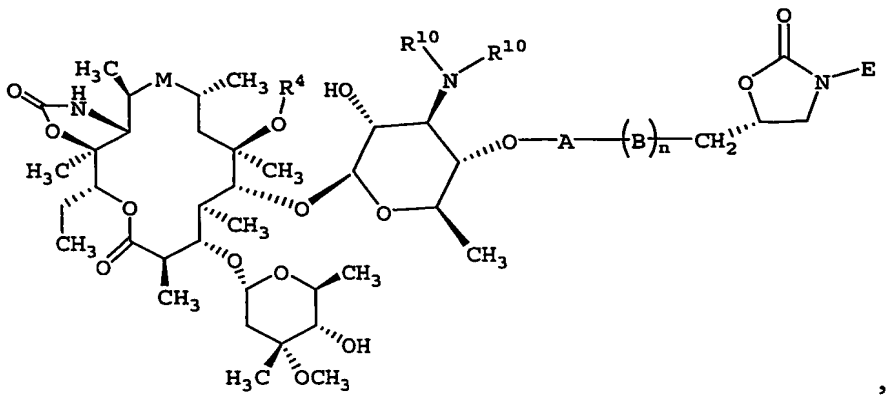
3  ,

4  ,

5  ,

6  , and

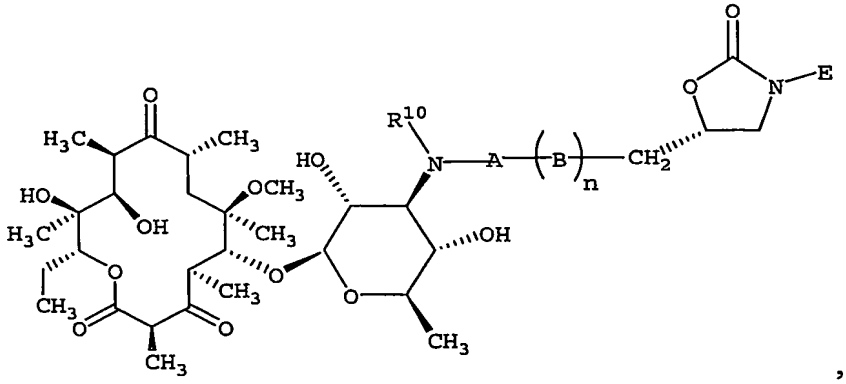


7 ,

8 or a pharmaceutically acceptable salt, ester, or prodrug thereof,

9 wherein A, B, n, E, R^4, and R^{10} are as defined in claim 1.

1 6. A compound having the formula selected from the group consisting of:



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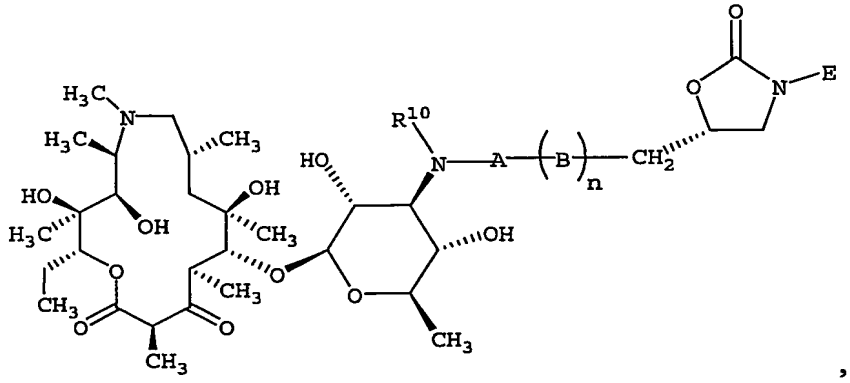

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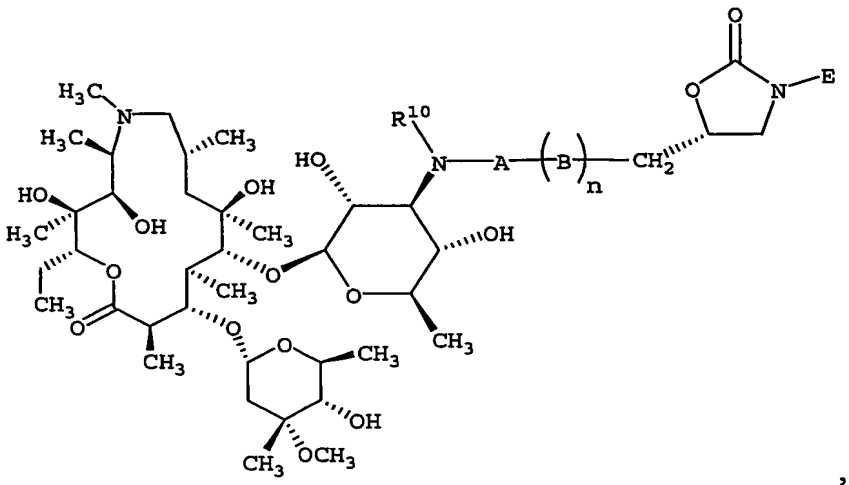
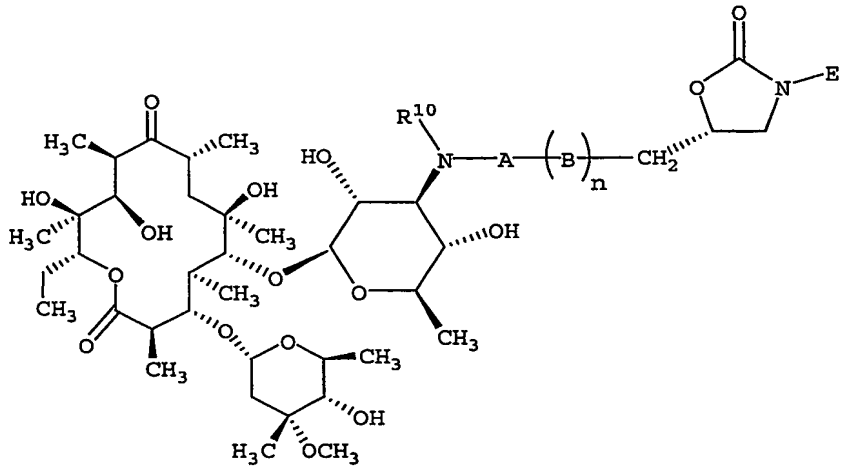
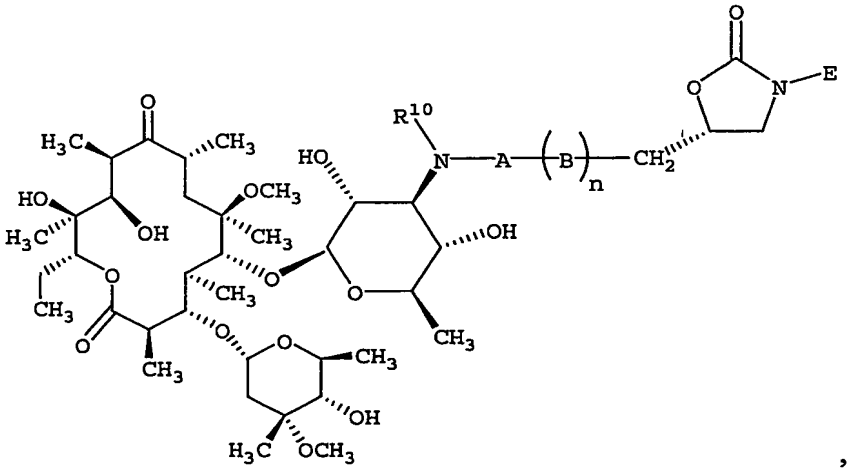
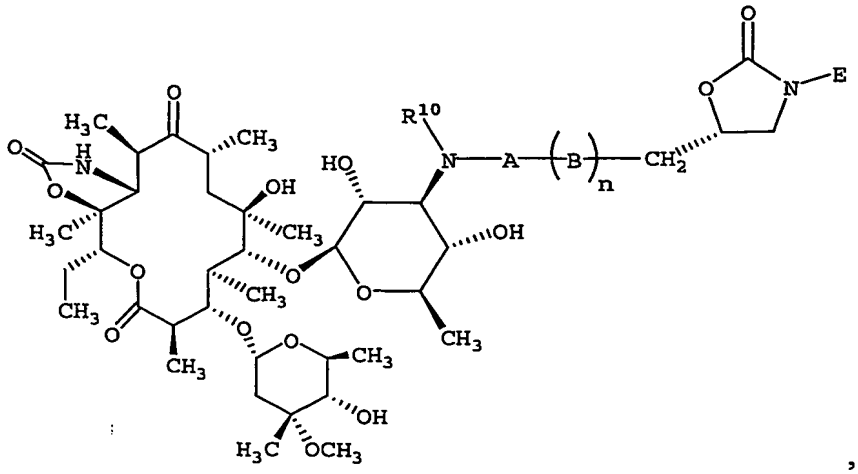
4  ,

5  ,

6  , and

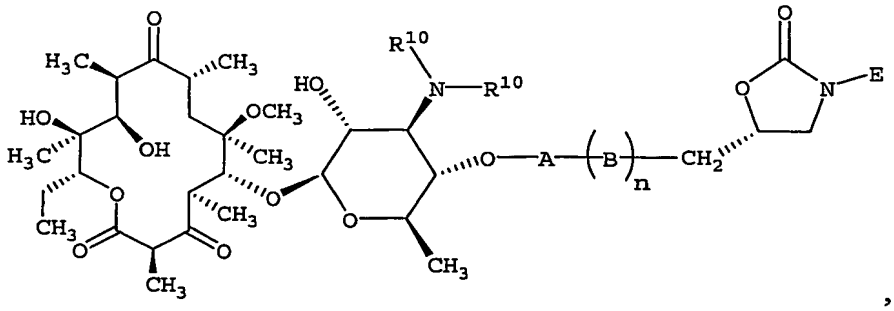


,

or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, E, and R^{10} are as defined in claim 1.

7. A compound having the formula selected from the group consisting of:



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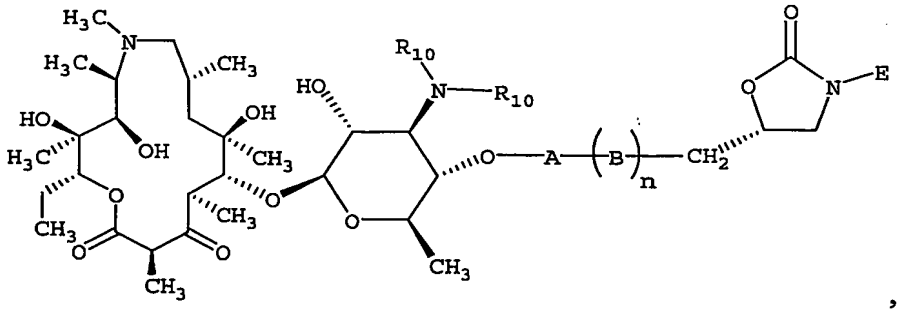

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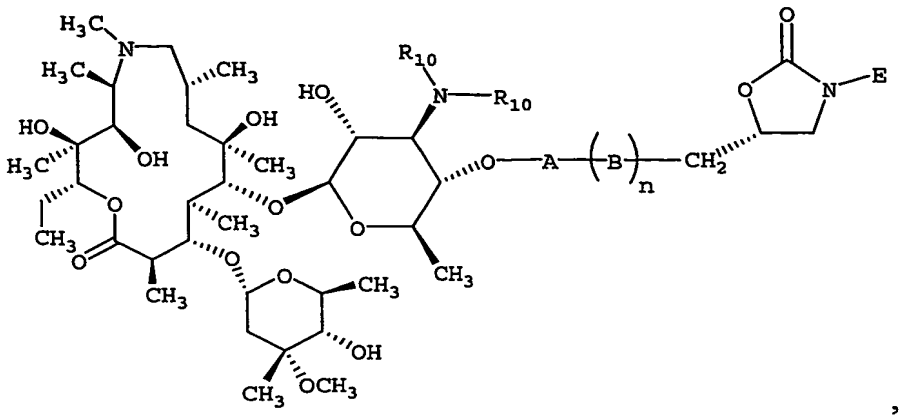

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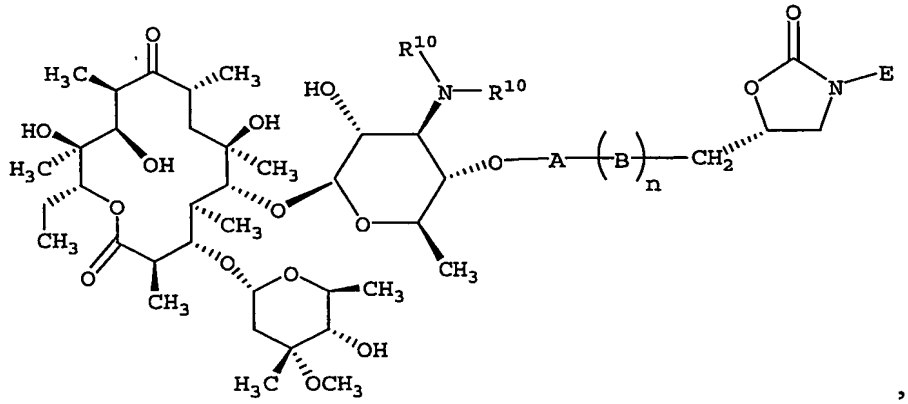

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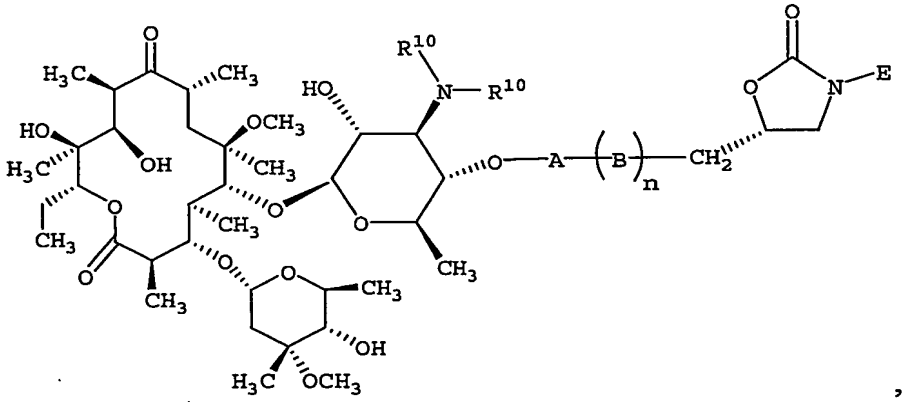

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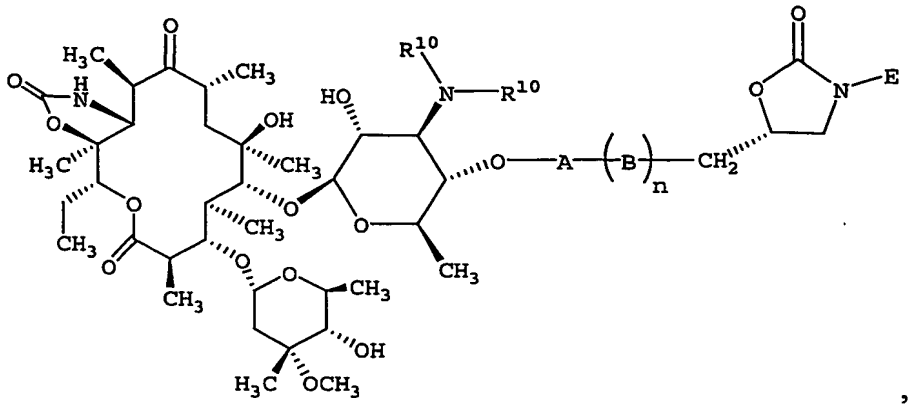


or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, E, and R^{10} are as defined in claim 1.

8. The compound according to any of claims 1-7, wherein n is 1.

9. The compound according to any of claims 1-8, wherein A-$(B)_n$-D is:

A–C(O)NH-D.

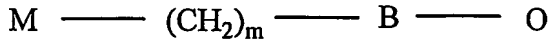
10. The compound according to any of claims 1-8, wherein A-$(B)_n$-D is:

A-SO_2NH-D.

11. The compound according to any of claims 1-8, wherein A-$(B)_n$-D is:

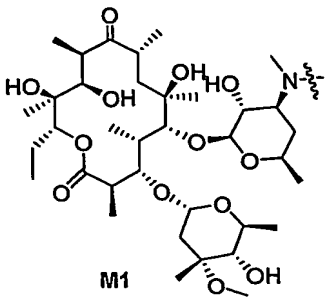
A-C(S)NH-D.

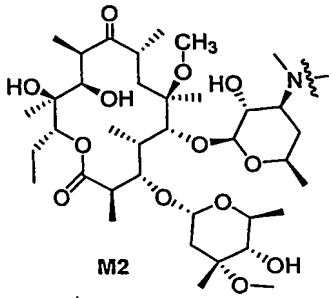
12. A compound having the formula

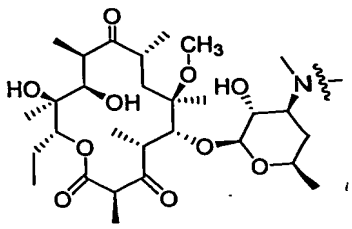


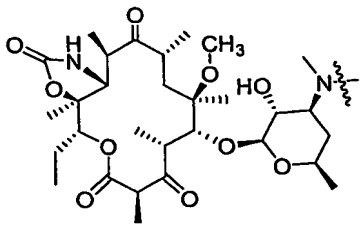
or a pharmaceutically acceptable salt, ester, or prodrug thereof,

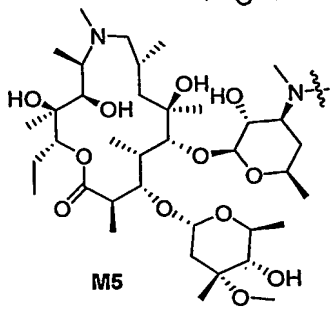
wherein M is a macrolide selected from the group consisting of

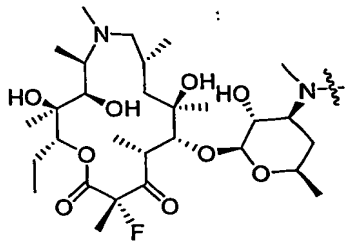

M1

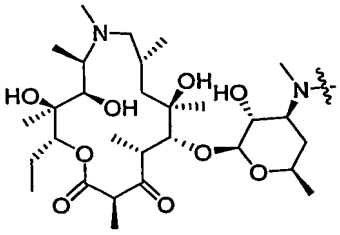

M2

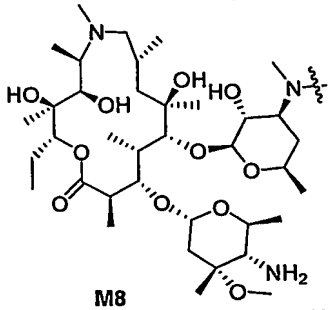

M3


M4


M5


M6


M7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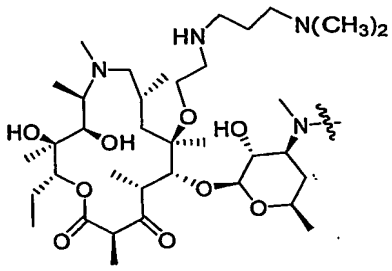
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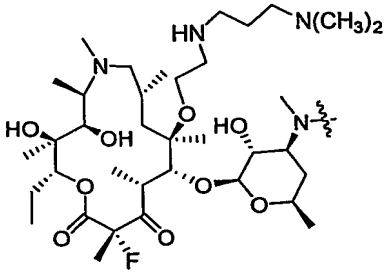
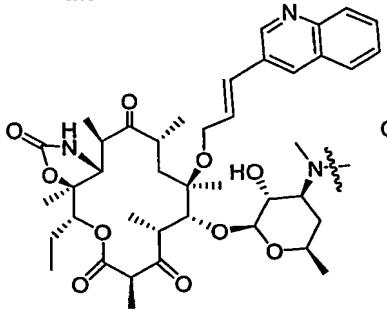
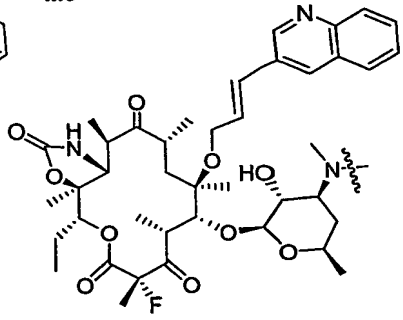

M10


M11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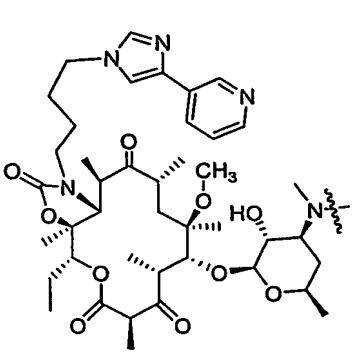
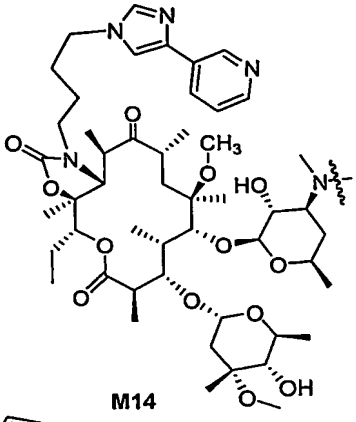
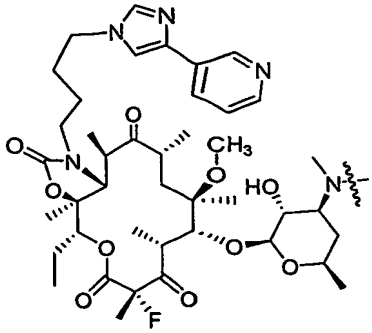


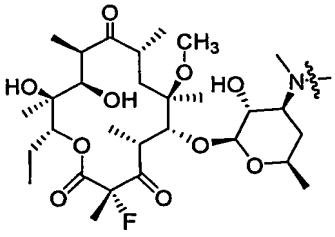
M13



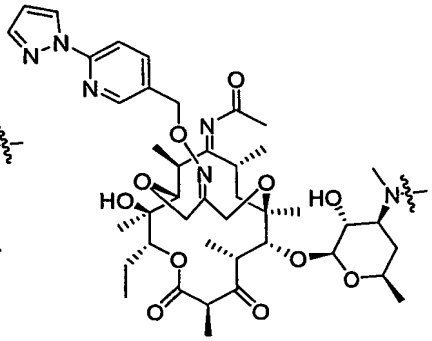
M14



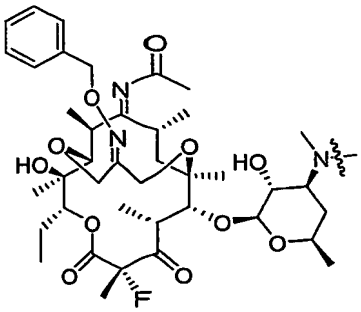
M15



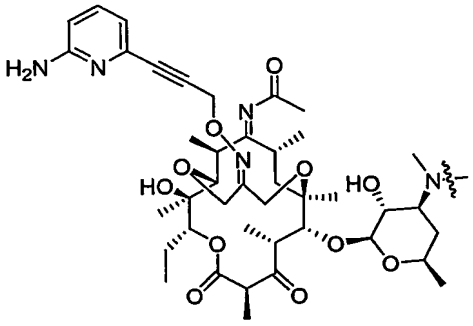
M16



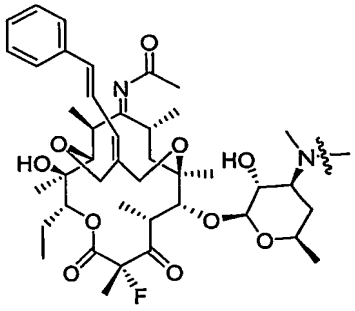
M17



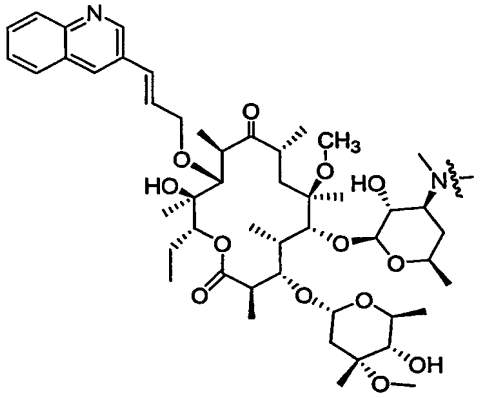
M18



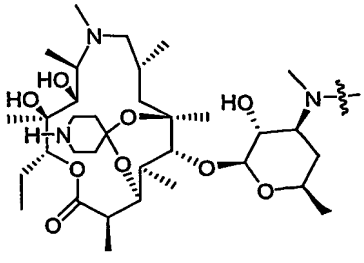
M19



M20

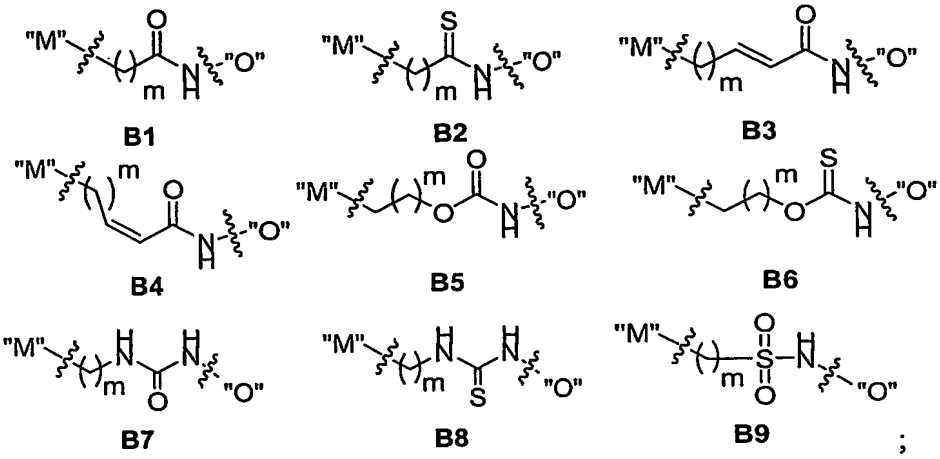


M21



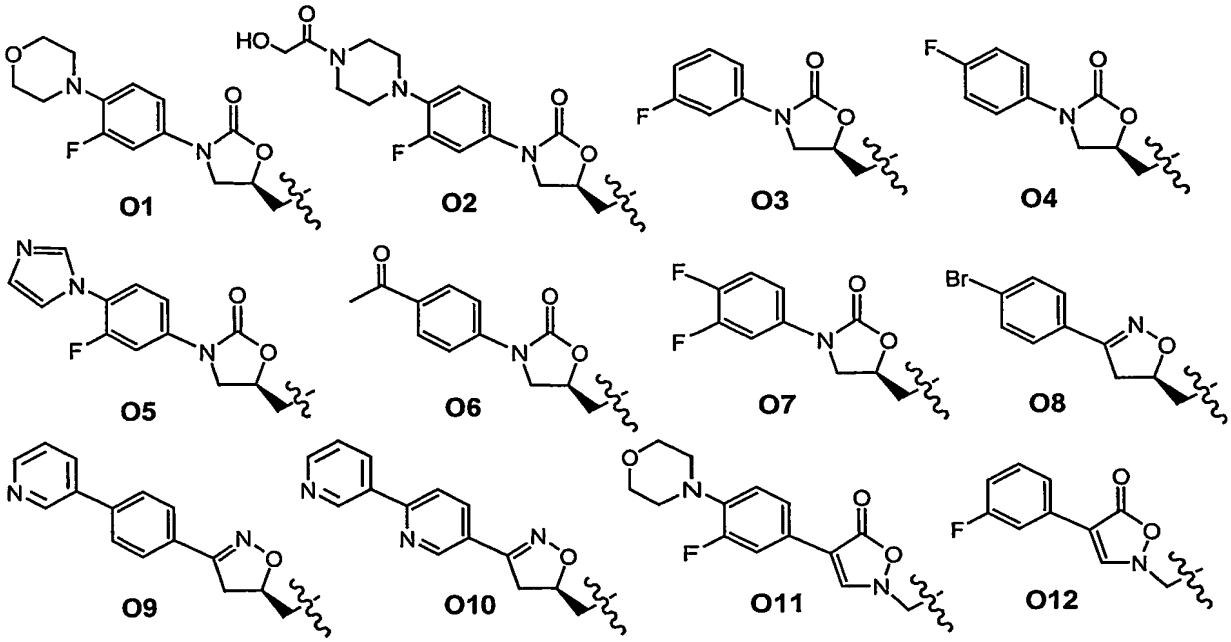
M22 ;

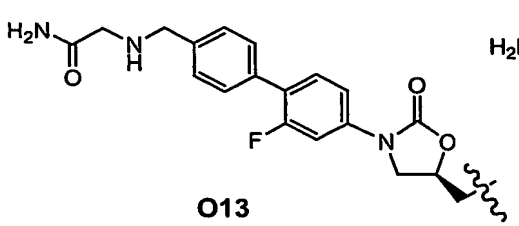
B is a linker selected from the group consisting of



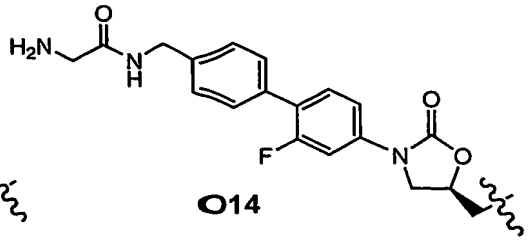
;

O is a heterocyclic side chain selected from the group consisting of

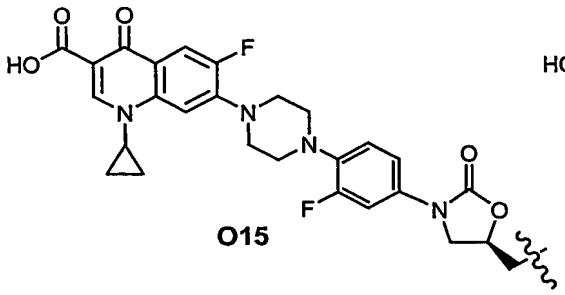




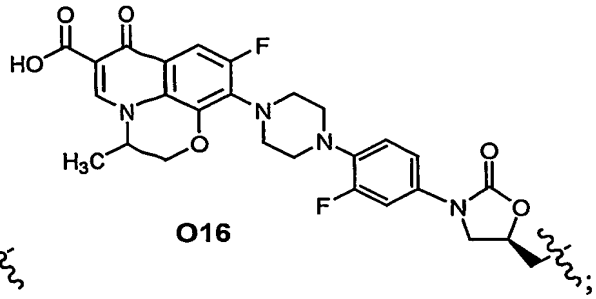
O13



O14



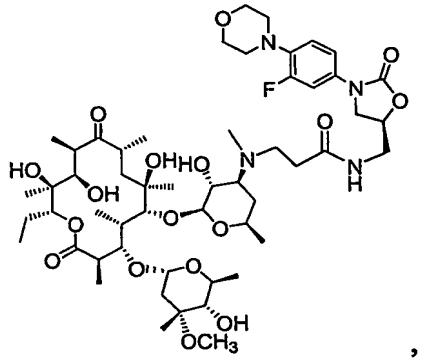
O15



O16;

and m is an integer from 1-4.

13. A compound having the formula selected from the group consisting of:



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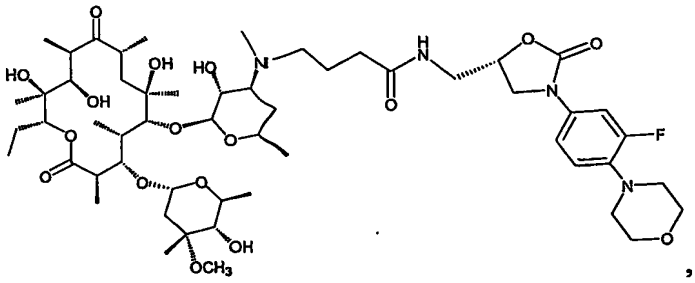

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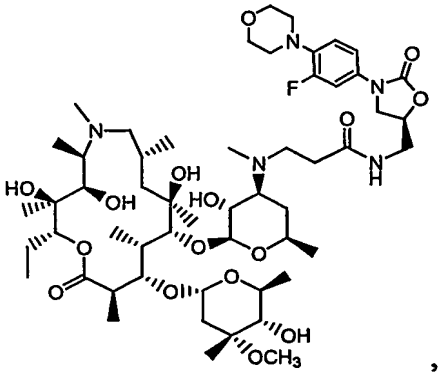

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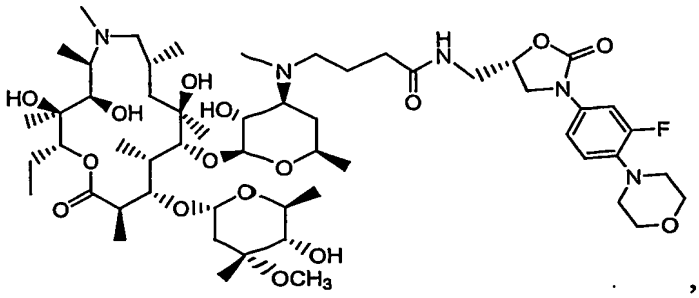

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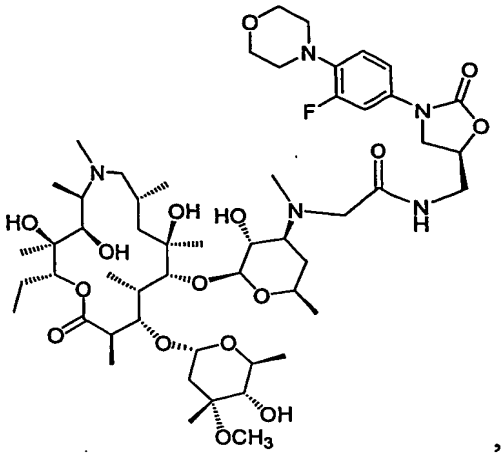
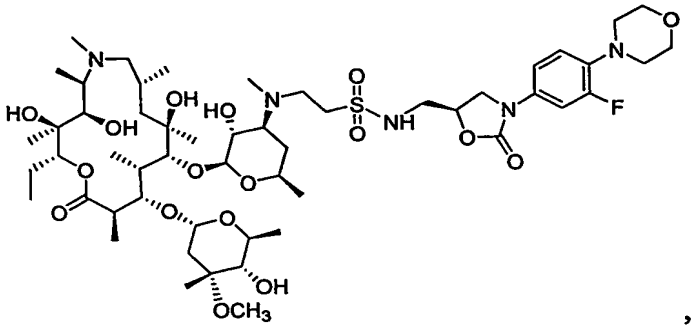
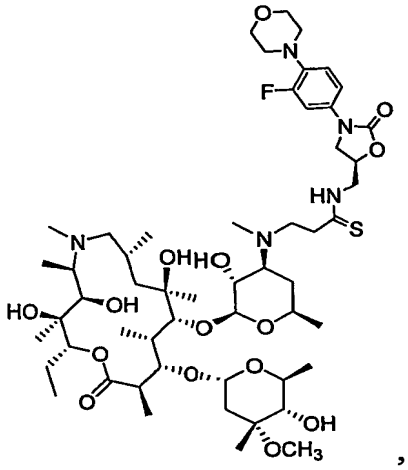
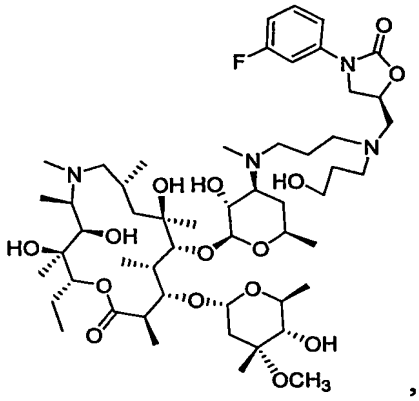
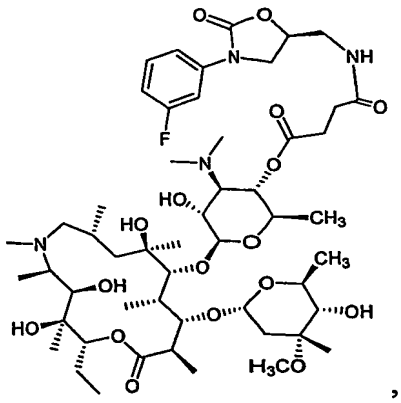
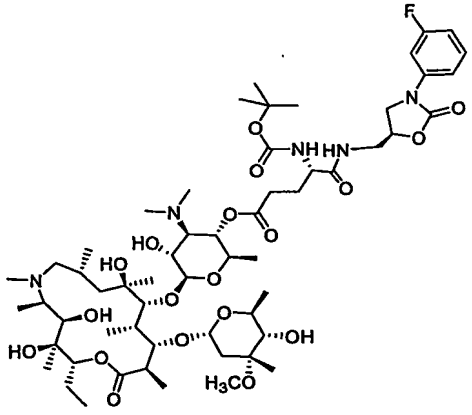


4 ,  ,



5 ,  ,



6 , and  ,

7 or a pharmaceutically acceptable salt, ester, or prodrug thereof.

1 14. A pharmaceutical composition comprising a compound according to any one of claims
2 1-13 and a pharmaceutically acceptable carrier.

1 15. A method of treating a microbial infection in a mammal comprising administering to the
2 mammal an effective amount of a compound according to any one of claims 1-13.

16. A method of treating a fungal infection in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

17. A method of treating a parasitic disease in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

18. A method of treating a proliferative disease in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

19. A method of treating a viral infection in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

20. A method of treating an inflammatory disease in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

21. A method of treating a gastrointestinal motility disorder in a mammal comprising administering to the mammal an effective amount of a compound according to any one of claims 1-13.

22. The method according to any one of claims 15-21 wherein the compound is administered orally, parentally, or topically.

23. A method of synthesizing a compound according to any of claims 1-13.

24. A medical device containing a compound according to any one of claims 1-13.

25. The medical device according to claim 24, wherein the device is a stent.